

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

FAIRPOINT COMMUNICATIONS, INC.,)
 C-R TELEPHONE COMPANY,)
 THE EL PASO TELEPHONE COMPANY,)
 ODIN TELEPHONE EXCHANGE, INC. and)
 YATES CITY TELEPHONE COMPANY)
)
)
)
Joint Application for approval of the)
Recapitalization of FairPoint Communications,)
Inc. pursuant to Sections 7-203 and 7-204 and)
for other relief.)

Docket No. 04-0299

AFFIDAVIT
OF
WALTER E. LEACH, JR.

I, Walter E. Leach, Jr., being first duly sworn on oath, deposes and states as follows:

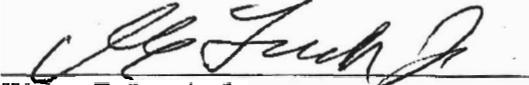
1. I am Executive Vice President and Chief Financial Officer of FairPoint Communications, Inc., C-R Telephone Company, The El Paso Telephone Company, Odin Telephone Exchange, Inc. and Yates City Telephone Company, the Joint Applicants in the above docket.

2. I have read the Verified Motion To Reopen For Purposes Of Entering Amended Order On Reopening, the Illinois Commerce Commission's Order of May 26, 2004 (Exhibit "A"), the Amended Joint Application On Reopening (Exhibit "B") and the redlined version of the Joint Application filed on March 25, 2004 reflecting the changes in the recapitalization transactions as proposed at that time as compared to the current recapitalization transactions (Exhibit "C"). Those documents correctly set forth and describe the revisions to the

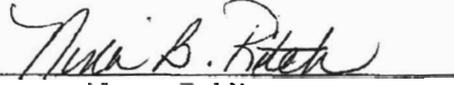
recapitalization transactions, the market conditions that led FairPoint to revise the structure of the recapitalization transactions, the benefits of the revised recapitalization transactions to FairPoint Communications, Inc. and the Illinois Operating Companies.

3. The seven conditions imposed by the Illinois Commerce Commission's Order of May 26, 2004 in this docket are appropriate conditions to impose in connection with an approval of the revised recapitalization transactions, including the IPO and the new senior credit facility. On behalf of FairPoint Communications, Inc., C-R Telephone Company, The El Paso Telephone Company, Odin Telephone Exchange, Inc. and Yates City Telephone Company, we accept and agree to each of those seven conditions and their incorporation in a Commission Order On Reopening approving the revised recapitalization transactions.

DATED this 20th day of December, 2004.


Walter E. Leach, Jr.

Subscribed and Sworn to before me
this 20th day of December, 2004.


Notary Public

